Building a Smokeless World

**This document is important and requires your immediate attention.**
If you have any doubts about what action you need to take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your shareholding, you should keep these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

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# Notice of Annual General Meeting 2026

BAT
A BETTER TOMORROW

# The 2026 Annual General Meeting will be held at 11.30am on Wednesday, 15 April 2026 at:

## Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG

For further details on attending the meeting please see **page 8**

## To be valid, proxy appointments must be received no later than 11.30am UK time or 12.30pm South African time on Monday, 13 April 2026.

For further details on proxy appointments please see **page 8** to **12**

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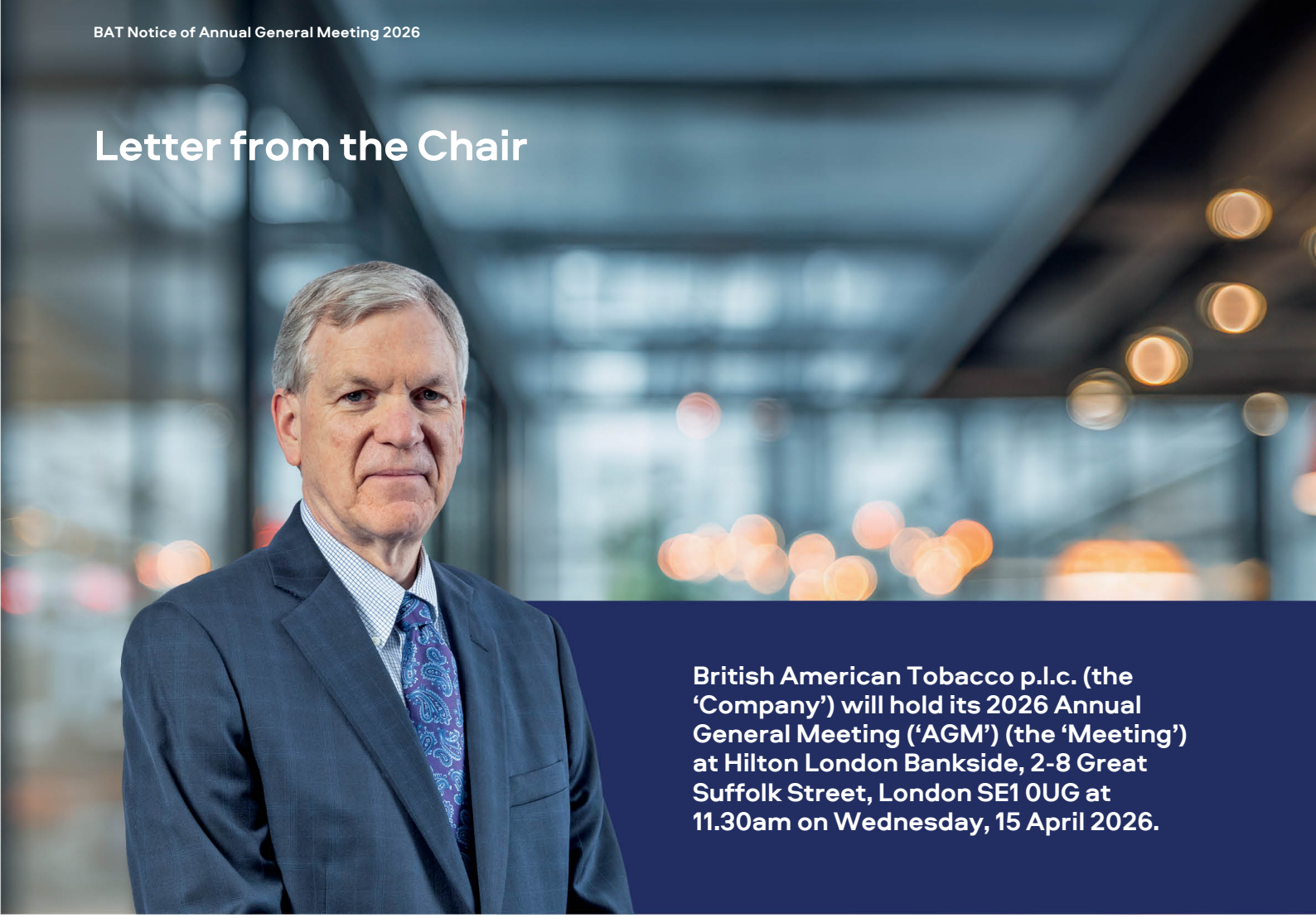
Please refer to the British American Tobacco p.l.c. website for any updates to the arrangements for the Annual General Meeting.

References in this publication to 'British American Tobacco', 'BAT', 'we', 'us', and 'our' when denoting opinion refer to British American Tobacco p.l.c. (the 'Company') (No. 3407696) and when denoting business activity refer to British American Tobacco Group operating companies, collectively or individually as the case may be.

The following documents are available to be viewed at or downloaded from the Company's website www.bat.com

- Annual Report 2025 and 2025 Form 20-F **www.bat.com/annualreport**
- Performance and Sustainability Summary 2025 **www.bat.com/annualreport**
- Notice of Annual General Meeting 2026 **www.bat.com/AGM**

# Letter from the Chair



**British American Tobacco p.l.c. (the 'Company') will hold its 2026 Annual General Meeting ('AGM') (the 'Meeting') at Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG at 11.30am on Wednesday, 15 April 2026.**

## Dear Shareholder

I am pleased to invite you to the Company's 2026 AGM. Shareholders are encouraged to submit their proxy instruction before the applicable proxy deadline (see pages 8 to 12 for further information). Shareholders who are unable to attend the Meeting are invited to submit questions online at bat.com/agm by 5.00pm UK time on Tuesday, 7 April 2026. Please refer to page 10 for further details.

## Business of the Meeting

The business of the Meeting is detailed in the following pages, with explanatory notes for further context and additional information on attendance, voting and submitting questions.

## Appointment and Re-appointment of Directors

All Directors will retire at the 2026 AGM and seek appointment or re-appointment by shareholders, except for Holly Keller Koeppel, who will stand down as a Director of the Company with effect from the conclusion of the AGM. On behalf of the Board, I would like to thank Holly for her service to the Company and the valuable contributions she has made throughout her tenure. In addition, Matthew Wright will be proposed for election for the first time. Matthew joined the Board in November 2025 and brings with him proven leadership and people acumen, alongside valuable experience in leading large, global organisations in different sectors through periods of growth and transformation. His contributions will enhance the Board's ability to foster a culture aligned with BAT's sustainable future.

A summary of the skills brought to the Board and contribution by each of the Directors standing for election or re-election (as applicable) can be found on pages 13 to 15. Full biographical details can be found on our website at www.bat.com.

Following the externally-facilitated Board performance review process conducted for 2025, the Board considers that each Director continues to make a valuable contribution to the Board and to the Committees of which they are a member, and that all Board members work effectively together to contribute to the Company's long-term success.

## Sharesave Scheme

Resolution 16 seeks shareholder approval to extend the life of the British American Tobacco Sharesave Scheme (the 'Sharesave Scheme'), which is set to expire on 27 April 2026. Certain administrative amendments are also proposed. A summary of the Sharesave Scheme and the proposed amendments can be found in the Explanatory Notes on page 6.

## Dividends

The Board has approved payment of an interim dividend of 245.04p per ordinary share of 25p, payable in four equal quarterly instalments of 61.26p per ordinary share in May 2026, August 2026, November 2026 and February 2027. The dividend payments will be made to shareholders registered on the UK Register or the South African Branch Register and to holders of American Depositary Shares ('ADSs'), each on the applicable record dates. The dividends receivable by ADS holders in US dollars will be calculated based on the exchange rate on the applicable payment dates. Dividends payable to shareholders on the South Africa Branch Register, in Rand, will be determined using the exchange rate on the last practicable date before payment. Further information on the dividend payment timetable can be found on page 399 of the Annual Report 2025.

## Voting

Please refer to pages 8 to 12 for guidance on the completion and return of the applicable voting documentation that shareholders received with this Notice.

The results of voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as possible after the end of the AGM.

## Recommendation

The Board considers that the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of Resolutions 1 to 19, as the Directors intend to do in respect of their own beneficial shareholdings.

**Luc Jobin**
Chair

# Update on Chair Succession Planning

As explained on page 202 of the Annual Report 2025, as the Senior Independent Director, I have led the Nominations Committee in a rigorous process to identify a successor for the role of Chair of the Board.

Our current Chair, Luc Jobin, was first appointed as a Non-Executive Director in July 2017 and subsequently appointed as Chair in April 2021. In July 2026, his tenure on the Board will reach nine years, including five years as Chair.

As more broadly described in the Annual Report 2025, the Board is committed to maintaining high standards of corporate governance and recognises the importance of Board refreshment.

As a Board, we have been planning for Chair succession for some time. Russell Reynolds, a well-established, specialist external search consultancy, has been engaged to support this process. The Committee, comprising all the Non-Executive Directors, worked with appropriate involvement from Luc and our Chief Executive to validate objective criteria for the role profile. We are clear on the experience, competencies and leadership qualities we are seeking to fulfil the role as Chair and lead the Board as it continues to guide the Group through its transformation agenda. These include global leadership at scale, business transformation as well as alignment with our values.

We have considered a number of credible candidates against the Board's criteria and the Board has unanimously concluded that extending Luc's tenure as Chair is in the best interest of BAT at this time. The extension will be for a period of up to two years until the Company's AGM in April 2028, with the aim of appointing a new Chair within that time. Our search will continue with renewed focus in the meantime.

Luc is a proven and respected Chair, known for his judgement, integrity and inclusive style and has provided consistent insight, support and constructive challenge to management through the evolution of the Group's strategy since his appointment in 2017. Although an extension to Luc's tenure beyond July 2026 would represent a departure from the 2024 Code recommendation that a Chair not remain in post beyond nine years from the date of first appointment to the board, the Board considers that extending Luc's tenure is in the best interests of the Company and our shareholders at this time. An extension removes uncertainty during this important phase of the Group's transformation, while providing the Committee with sufficient flexibility to build optionality and appoint the right candidate to this role.

These arrangements will continue to be reviewed on an annual basis by the Committee, led by the Senior Independent Director. Luc's re-election will be presented for annual shareholder approval at the Company's AGM in the usual way.

As previously announced, Karen Guerra will be appointed as Senior Independent Director at the conclusion of the Company's AGM (subject to re-election) when I step down from the Board. Karen has been closely involved in the process to date and will be well positioned to lead the Committee in the refreshed Chair succession process moving forward.

**Holly Keller Koeppel**
Senior Independent Director

# Notice of Meeting and resolutions to be proposed

## Notice is hereby given that the 2026 Annual General Meeting of British American Tobacco p.l.c. will be held at 11.30am on Wednesday, 15 April 2026 at Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG for the following business:

### Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

1. To receive the accounts and the reports of the Directors and auditors for the year ended 31 December 2025.
2. To approve the Directors' remuneration report in the form set out in the Company's Annual Report for the year ended 31 December 2025.
3. To re-appoint KPMG LLP as the Company's auditors until the conclusion of the next general meeting at which accounts are laid.
4. To authorise the Audit Committee of the Board to agree the auditors' remuneration.
5. To re-elect Luc Jobin as a Director of the Company.
6. To re-elect Tadeu Marroco as a Director of the Company.
7. To re-elect Kandy Anand as a Director of the Company.
8. To re-elect Karen Guerra as a Director of the Company.
9. To re-elect Uta Kemmerich-Keil as a Director of the Company.
10. To re-elect Véronique Laury as a Director of the Company.
11. To re-elect Darrell Thomas as a Director of the Company.
12. To re-elect Serpil Timuray as a Director of the Company.
13. To elect Matthew Wright as a Director of the Company.
14. To authorise the Company and its subsidiaries during the period this Resolution has effect, for the purposes of Part 14 of the Companies Act 2006 (the 'Act'):
    a. to make political donations to political parties or independent election candidates not exceeding £100,000;
    b. to make political donations to political organisations other than political parties not exceeding £100,000; and
    c. to incur political expenditure not exceeding £100,000,

    provided that the aggregate of donations and expenditure under (a), (b) and (c) does not exceed £100,000.

    For the purposes of this Resolution the authorised sum may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same.

    This authority shall expire at the conclusion of the Annual General Meeting in 2027 or at the close of business on 15 July 2027 (whichever is earlier).

    Words and expressions defined for the purpose of the Act have the same meaning in this Resolution.
15. To resolve that the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to a nominal value of £181,243,516, which represents not more than one-third of the total issued share capital of the Company as at 27 February 2026 (excluding treasury shares). This authority shall expire at the conclusion of the Annual General Meeting in 2027 or at the close of business on 15 July 2027 (whichever is earlier) save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.
16. To approve the extension to the life of, and amendments to, the rules of the British American Tobacco Sharesave Scheme (the 'Sharesave Scheme'), a copy of which is produced at the Annual General Meeting and initialled by the Chair for the purposes of identification and the amendments to which are summarised in the Explanatory Notes to this Notice of Meeting.

### Special resolutions

To consider and, if thought fit, to pass the following special resolutions:

17. To resolve that subject to the passing of Resolution 15 above, the Directors be authorised in accordance with Sections 570 and 573 of the Companies 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority granted by Resolution 15 above and to sell treasury shares for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that it is limited to the allotment of equity securities or sale of treasury shares:
    a. in connection with a pre-emptive offer; and
    b. otherwise than in connection with a pre-emptive offer, up to a nominal value of £27,186,527, which represents no more than 5% of the total issued ordinary share capital of the Company in issue as at 27 February 2026.

    This authority shall expire at the conclusion of the Annual General Meeting in 2027 or at the close of business on 15 July 2027 (whichever is earlier) save that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

    For the purposes of this Resolution, a 'pre-emptive offer' is an offer of securities in favour of the holders of ordinary shares ('shareholders') on the register of members at such record dates as the Directors may determine where the equity securities attributable to the interests of the shareholders are proportionate (as near as practicable) to the numbers of ordinary shares held by them on any such record dates, subject to such exclusions or arrangements as the Directors deem necessary or expedient to deal with treasury shares, fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange, by virtue of ordinary shares being represented by depositary receipts or any other matter.

# Notice of Meeting and resolutions to be proposed Continued

18. To resolve that the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company provided that:
    a. the maximum number of ordinary shares of 25p each in the capital of the Company authorised to be acquired is 217,492,219;
    b. the minimum price which may be paid for an ordinary share is 25p which amount shall be exclusive of expenses;
    c. the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of:
        (i) 105% of the average of the middle market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
        (ii) the higher of the price of the last independent trade and the highest current bid for an ordinary share on the trading venues where the market purchases by the Company pursuant to this Resolution will be carried out;
    d. the authority hereby conferred shall expire at the conclusion of the Annual General Meeting in 2027 or at the close of business on 15 July 2027 (whichever is earlier) unless such authority is renewed prior to such time; and
    e. the Company may make a contract to purchase its ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
19. To resolve that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board

**Caroline Ferland**
Company Secretary
2 March 2026

Registered Office:
Globe House
4 Temple Place
London WC2R 2PG

Registered in England and Wales
No. 03407696

# Explanatory Notes to the Notice of Meeting

**The Board considers that the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of Resolutions 1 to 19, as the Directors intend to do in respect of their own beneficial shareholdings.**

## Resolution 1:

### Receipt of the 2025 Report and Accounts

The Directors must present the annual report and accounts to the Meeting and shareholders may raise any questions on the reports and financial statements under this Resolution.

## Resolution 2:

### Directors' remuneration report

In accordance with the provisions of the Companies Act 2006 (the 'Act'), the Directors' remuneration report (the 'Remuneration Report') in the Company's Annual Report 2025 consists of:

- the Annual Statement on Remuneration by Kandy Anand, Chair of the Remuneration Committee; and
- the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 December 2025.

Shareholders approved the Directors' remuneration policy in relation to future payments to the Directors and former Directors at the Annual General Meeting held on 16 April 2025 (the 'Policy'). For ease of reference, a summary of the key elements of the Policy as it applied to remuneration paid during 2025 is included in the Remuneration Report. This summary does not form part of the Remuneration Report for the purposes of Resolution 2. The Directors' remuneration policy will be put to shareholders for approval again no later than the Company's annual general meeting in 2028.

Resolution 2 is an ordinary resolution to approve the Remuneration Report, other than the part containing the Policy as described above.

Resolution 2 is an advisory resolution and is not specific to individual levels of remuneration and does not affect the future remuneration paid to any Director.

## Resolution 3:

### Re-appointment of the auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. This Resolution, on the recommendation of the Audit Committee, proposes the re-appointment of KPMG LLP as auditors of the Company.

## Resolution 4:

### Authority for the Audit Committee to agree the auditors' remuneration

This Resolution authorises the Audit Committee of the Board to approve the terms of engagement and to set the remuneration of the Company's auditors.

## Resolutions 5 – 13:

### Election and re-election of Directors

In accordance with Provision 18 of the UK Corporate Governance Code 2024, all directors of companies listed in the Equity shares (commercial companies) category should be subject to election or re-election by their shareholders every year. Prior to making recommendations to the Board in respect of the Directors' submission for election or re-election (as applicable), the Nominations Committee carried out an assessment of each Director, including their performance, contribution to the long-term sustainable success of the Company and, in respect of each of the Non-Executive Directors, their continued independence.

The Board considers the length of service of the members of the Board as a whole and the need for it to refresh its membership progressively over time. The Nominations Committee led the selection processes leading to the appointment of Karen Guerra as Senior Independent Director with effect from the conclusion of the AGM (subject to re-election), and the appointment of Matthew Wright as a Non-Executive Director with effect from 1 November 2025. The selection process for these roles included careful consideration of candidates' skills, expertise, diversity of attributes, and their fit with the applicable role criteria. For further information on the Board succession planning process and these Board appointments, please refer to pages 201 and 203 of the Annual Report 2025.

The results of the externally-facilitated Board performance review conducted for 2025 show that the Board and its Committees continue to function effectively. Our review process also confirmed that each Director being proposed for election or re-election (as applicable) makes an effective and valuable contribution to the Board and demonstrates commitment to their roles, including making sufficient time for Board and Committee meetings and other duties. For further information on the 2025 Board performance review, please refer to pages 199 to 200 of the Annual Report 2025.

It is with this background that the Board recommends the election or re-election of Directors as set out in the separate Resolutions 5 to 13, respectively. Each Director's biographical details, including a summary of their skills, experience and contribution are set out on pages 13 to 15. The details set out in each of the Directors' biographies, in the Board's view, illustrate why each Director's contribution is, and continues to be important to the Company's long-term sustainable success and may assist shareholders to take an informed decision on their election or re-election.

## Resolution 14:

### Authority to make donations to political organisations and to incur political expenditure

This Resolution seeks authority from shareholders for the Company and its subsidiaries to make donations to a political party, other political organisations or independent electoral candidates, or to incur political expenditure.

The Company has no intention of changing its practice of not making political donations or incurring political expenditure in the UK as those expressions are commonly understood.

However, what constitutes a political donation or political expenditure under the Act is very wide and open to interpretation. As such, it is possible that normal business activities which might not be thought to be political donations or expenditure in the common sense could be caught. This could include for example sponsorship, subscriptions and payment of expenses. It could also extend to donations and contributions to bodies concerned with policy review, law reform and the representation of the business community as well as special interest groups, such as those involved with the environment, even though these activities are not designed to support or influence support for a particular political party.

In order to allow for normal business activities to continue and avoid inadvertently contravening the Act, the Directors consider it to be in the shareholders' best interests to renew the protective authority sought at last year's AGM. This is in line with many other listed companies.

The Directors are therefore seeking authority for the Company and its subsidiaries to make political donations and incur political expenditure during the period from the conclusion of the 2026 AGM and ending at the conclusion of the AGM in 2027 or at the close of business on 15 July 2027 (whichever is earlier). This is subject to a maximum aggregate amount of £100,000.

# Explanatory Notes to the Notice of Meeting Continued

## Resolution 15:

### Authority to allot securities

This Resolution would give the Directors authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £181,243,516, which represents not more than one-third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 27 February 2026, being the last practicable date prior to the publication of this AGM Notice. The Investment Association ('IA') guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to one-third of the Company's issued share capital.

There are no present plans to allot new shares, other than in relation to employee share plans. However, the Directors consider that it is in the best interests of the Company to maintain the flexibility that this authority provides to manage the Group's capital resources.

If this Resolution is passed, the authority will expire on the earlier of the conclusion of the AGM in 2027 or at the close of business on 15 July 2027.

As at 27 February 2026, being the last practicable date prior to publication of this AGM Notice, the Company is holding 132,976,327 shares in treasury representing 6.11% of the Company's issued ordinary share capital (excluding treasury shares).

## Resolution 16:

### Authority to approve the amendments to the British American Tobacco Sharesave Scheme

The Directors are seeking shareholders' approval for the extension of, and for certain administrative amendments to, the rules of the British American Tobacco Sharesave Scheme (the 'Sharesave Scheme'). The Company has operated the current Sharesave Scheme for the last 10 years, with the current rules having been approved by shareholders on 27 April 2016.

The Sharesave Scheme is an HM Revenue & Customs tax-advantaged share plan, open to all eligible employees (including executive directors) in the UK, which allows employees to save a fixed amount on a monthly basis in order to purchase Company shares at the end of their selected savings period (three or five years). The Sharesave Scheme continues to be popular with employees and has proved to be an attractive and successful incentive plan. The Company intends to continue to operate the Sharesave Scheme consistent with its existing practice.

The Directors consider it appropriate to seek shareholder approval to extend the life of the Sharesave Scheme and to make minor amendments to reflect regulatory changes and to assist in the administration of the scheme. The proposed amendments do not alter employees' rights under the Sharesave Scheme. In particular, the following amendments are proposed:

- permitting invitations to participate in the Sharesave Scheme following the date on which any change to bonus rates which apply to savings comes into effect in line with revised HM Revenue & Customs ('HMRC') practice;
- the removal of the 10-year life of the Sharesave Scheme, in line with revised institutional investor guidance;
- administrative changes to the tax provisions applicable to U.S. taxpayers; and
- updates to reflect regulatory changes since the Sharesave Scheme was adopted.

## Resolution 17:

### Disapplication of statutory pre-emption rights

The purpose of Resolution 17 is to authorise the Directors (subject to the passing of Resolution 15) to allot new shares of the Company and to sell treasury shares for cash as if the pre-emption provisions of Section 561 of the Act do not apply. Under Section 561(1) of the Act, if the Directors wish to allot new shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), these must first be offered to existing shareholders pro rata to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their statutory pre-emption rights. Resolution 17 asks shareholders to do this.

Part (a) of Resolution 17 is to authorise the Directors to conduct a rights issue or other pre-emptive offer (being an offer of shares to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings) without the need to comply with the strict guidelines of the statutory pre-emption provisions but instead, subject to such limits, restrictions or arrangements as the Directors consider necessary. This part of the authority is limited to shares up to a nominal value of £181,243,516 which represents approximately one-third of the issued ordinary share capital of the Company as at 27 February 2026 (being the last practicable date prior to publication of this AGM Notice).

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis. Accordingly, part (b) of Resolution 17 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 17, or sell treasury shares, up to a nominal value of £27,186,527 which represents approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 27 February 2026. The authority sought under this Resolution 17 is within the limits set out in the Pre-emption Group's Statement of Principles issued in November 2022 and the Directors confirm their intention to follow the shareholder protections contained in Part 2B of the Statement of Principles.

The authority granted by Resolution 17 will expire at the conclusion of the AGM in 2027 or at the close of business on 15 July 2027, whichever is earlier.

The Directors have no present intention of exercising this authority; however, the Directors consider that it is in the best interests of the Company to maintain the flexibility that this authority provides to manage the Group's capital resources.

## Resolution 18:

### Authority for market purchases

As required by the Act, the Directors are requesting this authority which, in accordance with practice in the UK, represents not more than 10% of the ordinary issued share capital (excluding treasury shares) as at 27 February 2026. The Company's exercise of this authority is subject to the upper and lower limits on the price payable set out in the Resolution. Similar resolutions have been approved by shareholders at previous AGMs of the Company.

The Directors will only exercise this authority where they consider that such purchases will be in the best interests of shareholders generally and where such purchases could be expected to result in an increase in earnings per share.

As announced on 9 December 2025, the Company is undertaking a £1.3 billion share buyback during 2026, as an extension of the existing share buyback programme first announced on 18 March 2024. The Directors intend that all ordinary shares purchased under this authority be immediately cancelled, thereby reducing the number of ordinary shares in issue.

The authority granted by Resolution 18 will expire at the conclusion of the AGM in 2027 or at the close of business on 15 July 2027, whichever is earlier. The total number of options to subscribe for shares outstanding at 27 February 2026 was 971,495 ordinary shares, which represents 0.0447% of the issued ordinary share capital (excluding treasury shares) at that date. If the Company were to utilise the full authority to purchase its own shares in accordance with this Resolution and what remains as at 27 February 2026 of the existing authority to purchase taken at last year's AGM (which expires at the end of this year's AGM), then the number of options outstanding would represent 0.0551% of the reduced share capital (excluding treasury shares).

## Resolution 19:

### Notice of general meetings

The Act specifies that the notice period required for general meetings (other than AGMs) of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Resolution 19 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

AGMs will continue to be held on at least 21 clear days' notice.

The shorter notice period of 14 clear days would not be routinely used for general meetings, but only where the business of the meeting merits that flexibility and the Directors believe it to be beneficial to shareholders as a whole.

# Additional Information

## 1. Meeting information

The venue for the 2026 AGM is Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG.

**Getting to the AGM venue:**

**By underground**

The nearest underground stations are Southwark, Blackfriars, Waterloo or London Bridge.

We recommend that you obtain up-to-date travel information from Transport for London at www.tfl.gov.uk (tel: +44 (0) 343 222 1234) before you travel.

**By mainline train**

The nearest mainline stations are Waterloo East, Blackfriars or London Bridge.

**Registration:**

The AGM will start promptly at 11.30am (UK time). Shareholders wishing to attend the Meeting are advised to arrive at the venue in good time to register and by no later than 11.00am (UK time).

For your personal safety and security there will be checks and bag searches of everyone attending the Meeting. We recommend that you arrive in time to allow for these procedures.

Recording equipment, cameras and other items that might interfere with the good order of the Meeting will not be permitted in the auditorium.

The recording or photographing of the event and the proceedings of the Meeting by any device at any time is strictly forbidden. Any infringement will be dealt with appropriately by the Company's authorised personnel.

You are requested to turn off all mobile devices during the Meeting, unless you are using your personal mobile device for voting purposes.

There will be facilities for shareholders who are in wheelchairs. Anybody accompanying a shareholder as a carer will be admitted to the Meeting. A hearing induction loop will be available for those who wish to use it.

## 2. Stock exchange listings

The Company's ordinary shares are listed on the London Stock Exchange (the primary listing), the Johannesburg Stock Exchange (JSE Limited) in South Africa (the secondary listing) and on the New York Stock Exchange in the form of American Depository Shares (ADSs).

## 3. Voting

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. Only shareholders, proxies and authorised representatives of corporations which are shareholders are entitled to attend, speak and vote at the Meeting. Entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company's shareholder register at 8.00pm (UK time) on Monday, 13 April 2026 in the case of the UK Register, and, in the case of the South African Branch Register, at 9.00pm (South Africa Standard Time ('SAST')) on the same date or, if the Meeting is adjourned, 8.00pm (UK time) in the case of the UK Register on the date two working days prior to the day of the adjourned meeting, and, in the case of the South African Branch Register, at 9.00pm (SAST) on the same date. In each case, changes to the shareholder register after that time will not be taken into account. For further details relating to the voting and participation rights of shareholders, please refer to the Company's Articles of Association, available on the Company's website at www.bat.com/constitution.

As at previous AGMs, voting on Resolutions 1 to 19 will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each member and so is the most democratic method of voting. All the votes of those present will be counted and added to those received by proxy. The voting results will be released to the market and published on our website www.bat.com as soon as practicably possible following the Meeting.

## 4. Appointment of proxies and use of voting instructions

### a. Relevant for UK and certificated South African shareholders

The provisions of this sub-paragraph are applicable to both shareholders on the UK Register and certificated shareholders on the South Africa Branch Register.

Every shareholder has the right to appoint another person(s), who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Meeting.

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares by that shareholder. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the AGM in person.

A shareholder may appoint the Chair of the AGM to vote on their behalf. If you choose to appoint the Chair of the AGM as your proxy, your vote will be submitted in accordance with your instructions. If you give the Chair of the AGM discretion over how to vote, your vote will be submitted in line with the Board's recommendation for each resolution. If a shareholder wishes to appoint a person, other than the Chair of the AGM, the name of the chosen proxy holder should be inserted in the space provided on the form of proxy. Where the proxy is being appointed in relation to less than the shareholder's full voting entitlement, the number of shares in relation to which they are authorised to act as proxy should be entered in the box next to the proxy holder's name. If left blank the proxy will be deemed to be authorised in respect of the shareholder's full voting entitlement. If the proxy form has been issued in respect of a designated account for a shareholder, the proxy will be deemed to be authorised in respect of the full voting entitlement for that account.

A proxy form for shareholders on the UK Register ('Proxy Form') or a Proxy Form - South Africa for certificated shareholders on the South Africa Branch Register ('PFSA') is enclosed. Proxy Forms and PFSAs are collectively hereafter referred to as 'Forms'. To appoint more than one proxy, additional Forms may be obtained by contacting the Registrars or Transfer Secretaries or such Forms may be photocopied. Instructions on where to send completed Forms are provided in the Forms.

Shareholders should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms must be signed and should be returned together in the same envelope.

Shareholders may appoint a proxy online by logging on to www.eproxyappointment.com and following the on-screen instructions. You will need the Control Number, PIN and shareholder reference number printed on the form of proxy.

To be valid, proxy appointments must be received no later than 11.30am (UK time) or 12.30pm (SAST), on Monday, 13 April 2026 (or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting).

### b. Relevant for beneficial owners of shares on the South Africa Branch Register

The provisions of this sub-paragraph are applicable to beneficial owners of shares on the South Africa Branch Register which are dematerialised through Strate ('Dematerialised South African Holders').

Dematerialised South African Holders should promptly provide their Central Securities Depository Participant ('CSDP') or broker with their voting instructions under the terms of the custody agreement entered into between the beneficial owner and CSDP or broker. The enclosed Voting Instruction Form must be used by Dematerialised South African Holders who have appointed the Transfer Secretaries, Computershare Investor Services Proprietary Limited, as their CSDP. Moreover, the enclosed Voting Instruction Form may be used by Dematerialised South African Holders who have not appointed the Transfer Secretaries as their CSDP, although such holders are responsible for checking that this form is consistent with the custody agreement concluded between them and their appointed CSDP or broker.

Details of where Dematerialised South African Holders who have appointed the Transfer Secretaries as their CSDP must send their completed Voting Instruction Forms are set out therein. In all other instances, this will be governed by the custody agreement between the Dematerialised South African Holders and their appointed CSDP or broker.

The Voting Instruction Form must be signed by the Dematerialised South African Holder or the holder's attorney. A corporation may execute the Voting Instruction Form either under its common seal or under the hand of a duly authorised officer(s). Where the Voting Instruction Form is signed by an attorney, a certified copy of the relevant power of attorney, or the power itself, must accompany the Voting Instruction Form. If facsimile transmission is used the power of attorney must be certified.

Dematerialised South African Holders who appointed the Transfer Secretaries as their CSDP with the instruction that their ordinary shares are to be registered in the electronic sub-register of members in their own name and who wish to register an electronic proxy appointment, may do so at www.eproxyappointment.com. Full details of the procedure are given on that website and your Control Number, Shareholder Reference Number ('SRN') and PIN can be found on your Voting Instruction Form. Electronic proxy appointments must be received by 12.30pm (SAST) on Monday, 13 April 2026 (or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting).

Dematerialised South African Holders (including those who have 'own name' registration) wishing to attend the AGM in person should promptly contact their appointed CSDP or broker to obtain a letter of representation to enable them to do so.

Dematerialised South African Holders who have appointed the Transfer Secretaries as their CSDP must ensure their Voting Instruction Forms and requests for letters of representation are received by the Transfer Secretaries by 12.30pm (SAST) on Monday, 13 April 2026. All other Dematerialised South African Holders must ensure that their appointed CSDPs or brokers receive their Voting Instructions Forms or requests for letters of representation within the time periods required by their CSDP or brokers so as to ensure same can be made available to Strate by 12.30pm (SAST) on Monday, 13 April 2026.

# Additional Information Continued

### c. Share Incentive Plan (the 'Plan')

Participants in the Company's Plan may direct the trustee of the Plan (the 'Trustee') to vote on their behalf by registering their vote electronically with the Trustee, at www.equateplus.com. Participants will be contacted by email on or around 16 March 2026 with confirmation of the voting deadline. Further detail will also be available when participants log in to complete the AGM voting task on their EquatePlus account.

### d. Share Plan Account

Individuals who hold their shares through the Share Plan Account managed by Computershare Company Nominees Limited (the 'Nominee') may exercise their voting rights in respect of those shares by registering their vote electronically with the Nominee at www.equateplus.com. Participants will be contacted by email on or around 16 March 2026 with confirmation of the voting deadline. Further detail will also be available when participants log in to complete the AGM voting task on their EquatePlus account.

### e. ADS Holders

Holders of ADSs will receive a separate notice of meeting and proxy voting forms from Citibank N.A., as depositary bank for the American Depositary Receipt programme, scheduled to be dispatched on or around 10 March 2026.

Participants in the RAI 401k Savings Plan (the '401k Plan') or the Puerto Rico Savings & Investment Plan (the 'Puerto Rico SIP') may send voting instructions to the trustee of the 401k Plan or the custodian of the Puerto Rico SIP to vote on their behalf for the ADSs allocated to their account under the 401k Plan or the Puerto Rico SIP. ADSs for which no instructions are received will be voted by the trustee of the 401k Plan and the custodian of the Puerto Rico SIP in the same proportion as the ADSs for which instructions are received by each of them.

## 5. Information available on website

A copy of this AGM Notice required by Section 311A of the Act and other information can be found at www.bat.com/agm.

## 6. Limitations of electronic addresses

You may not use any electronic address provided in either this AGM Notice or any related documents (including the Forms) to communicate with the Company for any purposes other than those expressly stated.

## 7. Total voting rights

The total number of issued ordinary shares in the Company on 27 February 2026, which is the latest practicable date before the publication of the Notice of AGM, is 2,307,898,525 ordinary shares of 25 pence each. Each ordinary share carries one vote each on a poll. The Company holds 132,976,327 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares. Therefore, the total number of votes exercisable as at 27 February 2026 is 2,174,922,198.

## 8. Shareholder rights

### a. Publication of website statement

Shareholders should note that, under Section 527 of the Companies Act 2006 (the 'Act'), members meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2025; or
- any circumstance connected with an auditor of the Company (appointed for the financial year beginning 1 January 2025) ceasing to hold office since the previous meeting at which the Annual Report and Accounts were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required, under Section 527 of the Act, to publish on a website.

### b. Right to have a matter of business dealt with at the AGM

Shareholders meeting the threshold and time limit set out in Sections 338 and 338A of the Act can require that the Company gives its members notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business provided in each case that the requirements of those sections are met and that the request is received by the Company not later than six clear weeks before the Meeting, or if later, the time at which notice is given of the Meeting.

### c. Right to ask questions at the AGM

Any member attending the Meeting has the right to ask questions.

The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if:

- to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Shareholders who are unable to attend the Meeting are invited to submit questions about the business of the AGM online at www.bat.com/agm. We will endeavour, to the extent practicable, to respond to all questions received by 5.00pm (UK time) on Tuesday, 7 April 2026, before the proxy deadline on 11.30am (UK time) on Monday, 13 April 2026.

## 9. Electronic proxy voting through CREST

CREST members wishing to appoint a proxy using the CREST electronic proxy appointment service may do so via the procedures described in the CREST Manual (available via www.euroclear.com). If you are a CREST personal member, a CREST sponsored member, or a CREST member who has appointed a voting service provider, you should refer to your sponsor or voting service provider who can take the appropriate action for you.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by 11.30am (UK time) on Monday, 13 April 2026 (or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to them by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this regard, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those Sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## 10. Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

Your proxy must be lodged by 11.30am (UK time) on Monday, 13 April 2026 (or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## 11. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

## 12. Joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## 13. Nominated persons

A copy of this AGM Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Act ('nominated persons').

The right to appoint a proxy does not apply to nominated persons. Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Nominated persons should remember that their main point of contact in terms of their investment in the Company remains the shareholder who nominated them to enjoy information rights (or, perhaps, the custodian or broker who administers the investment on their behalf). Nominated persons should continue to contact that shareholder, custodian or broker (and not the Company) regarding any changes or queries relating to the nominated person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a nominated person.

## 14. Data processing

The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to:

- the shareholder, including name and contact details, the votes that the shareholder casts and the shareholder's reference number; and
- any person who is identified as a proxy by a shareholder via a form of proxy, including their name and contact details.

Please note that if shareholders provide the personal data of a proxy, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders, all in accordance with the Company's privacy notice which can be accessed at www.bat.com/privacy.

# Additional Information Continued

## 15. Documents on display

Copies of the contracts of service between the Company and its Executive Director and the letters of appointment of the Chair and Non-Executive Directors setting out the terms and conditions of their appointment, together with the Company's Articles of Association, and a copy of the amended Sharesave Scheme rules, are available for inspection during normal business hours at the registered office of the Company on any weekday (excluding Saturdays, Sundays and UK public holidays), and these documents will also be available for inspection at the AGM venue on the morning of the Meeting from 11.00am (UK time) until its conclusion. In addition, a copy of the amended Sharesave Scheme rules are available for inspection via the FCA's National Storage Mechanism from the date of this Notice.

## 16. Dividends

The Company's Articles of Association provide the Directors with the required authority to pay interim dividends and in accordance with the Act there is no requirement for interim dividends to be approved by shareholders.

## 17. Shareholding enquiries

Enquiries relating to shareholdings including assistance with voting or lodging a proxy appointment should be made to the following:

**Primary listing on the London Stock Exchange UK Registrar:**

Computershare Investor Services PLC
The Pavilions, Bridgwater Road
Bristol BS99 6ZZ, UK
Tel: 0800 408 0094 (UK only); +44 370 889 3159 (overseas only)
web-based enquiries:
www.investorcentre.co.uk/contactus

**Secondary listing on the JSE Limited in South Africa Transfer Secretaries and South African Registrar:**

Computershare Investor Services
Proprietary Ltd
1st Floor, 15 Biermann Avenue,
Rosebank, Johannesburg, 2196
Private Bag, X9000, Saxonwold, 2132
South Africa
Tel: 0861 100 634; +27 11 870 8216
email: web.queries@computershare.co.za

**British American Tobacco p.l.c. Representative Office in South Africa:**

Waterway House South, No. 3 Dock Road
V&A Waterfront, Cape Town,
South Africa
PO Box 631, Cape Town 8000,
South Africa
Tel: +27 21 003 6500

**American Depositary Receipt programme American Depositary Receipts (ADRs):**

Citibank Shareholder Services
PO Box 43077, Providence, Rhode Island 02940-3077, USA
Tel: 1 888 985 2055
(toll-free); +1 781 575 4555
email: citibank@shareholders-online.com
website: www.citi.com/dr

# Board of Directors

**Biographical details of the Directors put forward for election or re-election at the 2026 AGM**

**Key**

- **A** Audit Committee
- **N** Nominations Committee
- **R** Remuneration Committee
- **—** Committee Chair
- * Denotes external listed company appointments

## Luc Jobin

**Chair (66)**

**Nationality:** Canadian
**Appointed:** Chair since April 2021; Non-Executive Director since July 2017

N

### Experience

Luc was President and Chief Executive Officer of Canadian National Railway Company from July 2016 until March 2018, following his tenure as Executive Vice President and Chief Financial Officer between June 2009 and June 2016. He was Executive Vice President of Power Corporation of Canada, an international financial services company. Prior to this, Luc was Chief Executive Officer of Imperial Tobacco Canada, having previously served as Executive Vice President and Chief Financial Officer. Luc also served as an independent Non-Executive Director of Reynolds American Inc., from 2008 until its acquisition by the Group

### Skills and contribution to the Board

Luc contributes deep financial, regulatory and M&A expertise and business transformation experience to the Board. His extensive knowledge of North American markets and consumer businesses enhances the Board's strategic perspective

### External appointments

No external appointments

## Tadeu Marroco

**Chief Executive (59)**

**Nationality:** Brazilian
**Appointed:** Chief Executive since May 2023; Director since August 2019

### Experience

Tadeu was appointed Chief Executive in May 2023, having first joined the Main Board as Finance and Transformation Director in August 2019. Tadeu joined the Group in 1992 and joined the Management Board as Director, Business Development in 2014. He subsequently held roles on the Management Board as Regional Director, Western Europe, and Regional Director, Europe and North Africa, and Director, Group Transformation, and Deputy Finance Director

### Skills and contribution to the Board

Tadeu brings to the Board a wealth of strategic leadership, management, and innovation experience drawn from finance and general leadership roles across the Group. His understanding of the business and proven ability to drive transformation position him to lead the Group in delivering our ambition to Build a Smokeless World and create A Better Tomorrow™

### External appointments

No external appointments

## Karen Guerra

**Non-Executive Director (69)**

**Nationality:** British
**Appointed:** September 2020

N R

### Experience

Karen has held a range of senior executive roles, including President and Director General of Colgate Palmolive France, and Chair and Managing Director of Colgate Palmolive UK Limited. She previously served as a Non-Executive Director of several leading international companies, including RS Group plc (formerly Electrocomponents p.l.c.), Davide Campari-Milano S.p.A., Paysafe PLC, Inchcape PLC, Samlerhuset BV, Swedish Match AB and Amcor p.l.c. (formerly Amcor Limited)

### Skills and contribution to the Board

Karen brings extensive international experience and commercial acumen to the Board, with particularly valuable contributions in marketing, sales, and consumer goods insights

### External appointments

– Independent Director of Société Bic S.A.*

***Subject to re-election, Karen will succeed Holly Keller Koeppel as Senior Independent Director with effect from the conclusion of the AGM.***

## Krishnan (Kandy) Anand

**Non-Executive Director (68)**

**Nationality:** American
**Appointed:** February 2022

N R

### Experience

Kandy has held leadership roles across a number of major consumer goods companies. At Molson Coors Brewing Company he was Chief Growth Officer, CEO of Molson Coors International and Head of Strategy, M&A and Transformation. He also held key positions at the Coca-Cola Company, including President, Coca-Cola Philippines and Vice President, Global Commercial Leadership. Earlier in his career, Kandy held marketing leadership positions at Unilever plc. Kandy previously served on the boards of Popeyes Louisiana Kitchen Inc. and Empower Acquisition Company

### Skills and contribution to the Board

Kandy brings valuable international expertise to the Board. His experience across the consumer goods sector enables him to contribute key insights in commercial marketing, strategic growth and transformation

### External appointments

– Director of Wingstop Inc.*
– Chief Executive Officer of Igniting Business Growth L.L.C.

# Board of Directors Continued

A N

**Uta Kemmerich-Keil**

**Non-Executive Director (59)**

**Nationality:** German
**Appointed:** February 2025

**Experience**
Uta previously served as Chief Executive Officer, Personal Healthcare International at Procter & Gamble. Before that, Uta spent 19 years at Merck Group in leadership roles including Chief Executive Officer and President, Consumer Health Division, and Chief Executive Officer, Allegropharma and Global Business Unit Head, Allergy, as well as Head of Corporate M&A, Treasury and Finance. Earlier in her career, Uta was a Senior Financial Auditor at Hoechst AG. Uta was previously Non-Executive Director at Affirmed N.V., Biotest AG, Gothaer Krankenversicherung, and Allgemeine Versicherung

**Skills and contribution to the Board**
Uta's extensive transformational and M&A knowledge drawn from her experience across the consumer goods and pharmaceutical sectors enable her to make valuable strategic contributions

**External appointments**
- Non-Executive Director and Audit Chair of Beiersdorf AG*
- Non-Executive Director of Klosterfrau Healthcare Group
- Non-Executive Director of Schott AG
- Director of Farco Pharma GmbH
- Advisory board member of Röchling SE & Co KG

A N

**Véronique Laury**

**Non Executive Director (60)**

**Nationality:** French
**Appointed:** September 2022

**Experience**
Throughout her career in international retail, Véronique has held a variety of leadership roles. From 2014 to 2019, she was Chief Executive Officer of Kingfisher plc, an international home improvement company operating well-known brands across Europe including B&Q, Castorama, Brico Dépôt, Screwfix and Koçtaş. During her 16-year tenure at Kingfisher she also served as Chief Executive Officer and Commercial Director at both B&Q and Castorama. Véronique previously served on the Board of WeWork Inc.

**Skills and contribution to the Board**
Véronique brings to the Board international experience across complex retail markets, along with valuable expertise in consumer goods, strategy, transformation, and digital innovation

**External appointments**
- Board member of Inter IKEA Holding B.V.
- Board member of Eczacıbaşı Holding Company
- Board member of Société Bic S.A.*

A N

**Darrell Thomas**

**Non-Executive Director (65)**

**Nationality:** American
**Appointed:** December 2020

**Experience**
Darrell most recently served as Vice President and Treasurer for Harley-Davidson, Inc., having previously held senior finance positions including Interim Chief Financial Officer for Harley-Davidson, Inc. and Chief Financial Officer for Harley Davidson Financial Services, Inc. Prior to this, he was Vice President and Assistant Treasurer, PepsiCo, Inc. following 19 years in banking focused on capital markets and corporate finance. Darrell was previously an Independent Director of Pitney Bowes Inc.

**Skills and contribution to the Board**
Darrell's extensive operational and management experience and knowledge of capital markets, finance and treasury enhances the Board's strategic and financial oversight

**External appointments**
- Non-Executive Director of Vontier Corporation*
- Independent Director of Dorman Products Inc.*
- Non-Executive Director of Scotia Holdings (US) Inc.
- Member of the Finance Committee of Sojourner Family Peace Center, Inc.

N R

**Serpil Timuray**

**Non-Executive Director (56)**

**Nationality:** Turkish/British
**Appointed:** December 2023

**Experience**
Serpil served on Vodafone plc's Group Executive Committee from 2014 to June 2025, holding roles including CEO of Vodafone Investments, CEO of Europe Cluster, Group Chief Commercial and Strategy Officer, and CEO of Africa, Middle East, Asia, Pacific. Prior to joining Vodafone in 2009 as CEO of Vodafone Türkiye, Serpil was CEO of Danone Dairy Türkiye. Her career began in marketing at Procter & Gamble where she was subsequently a member of their Türkiye Executive Committee. Previously, Serpil was a Non-Executive Director and Chair of the Corporate Social Responsibility Committee at Danone plc, and held various Non-Executive Director roles in technology, including at TPG Telecom plc

**Skills and contribution to the Board**
Serpil's proven international CEO experience in delivering large-scale transformations and growth in complex, regulated, and competitive markets across the technology, telecommunications and fast-moving consumer goods sectors enables her to contribute valuable strategic, operational, and marketing insights to the Board

**External appointments**
- Founding Chair of Change the Face Alliance
- Board member of World Economic Forum's Digital Leaders of Europe
- Board member of World Turkish Business Council

**Key**

A Audit Committee
N Nominations Committee
R Remuneration Committee
— Committee Chair
* Denotes external listed company appointments

N R

**Matthew Wright**

**Non-Executive Director (63)**

**Nationality:** British
**Appointed:** November 2025

**Experience**

From 1993 to 2013, Matthew held several senior roles at the global leadership consultancy Russell Reynolds Associates, including Chief Executive, President, and Board Member. He also served as Head of Asia and Europe, and was a member of both the Global Executive Committee and the Global Operating Committee. Earlier in his career, he held roles at Korn/Ferry International, Knight Wendling, and Cripps Leadership Advisors (formerly Cripps Sears Ltd)

**Skills and contribution to the Board**

Matthew brings extensive experience to the Board, having led and advised global organisations through periods of growth and transformation. His proven leadership capabilities and strong people skills enhance the Board's ability to foster a culture aligned with BAT's vision for a sustainable future

**External appointments**

– Non-Executive Director of Berry Bros. & Rudd Ltd
– Chairman of Cripps Leadership Advisors
– Chair Designate and Senior Advisor of Movemeon

# Notes

References in this publication to ‘British American Tobacco’, ‘BAT’, ‘we’, ‘us’, and ‘our’ when denoting opinion refer to British American Tobacco p.l.c. (the Company) (No. 3407696) and when denoting business activity refer to British American Tobacco Group operating companies, collectively or individually as the case may be.

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